# BEN 10: ULTIMATE ALIEN

"Moonstruck" Episode #1003-032

> Written by Len Uhley

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FIRST DRAFT TELEPLAY
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# TEASER

# FADE IN:

EXT.	RUSTBUCKET II - DAY (PRESENT)	*
	e on Grandpa Max's RV. We can hear the action from side.	*
1	MAX (O.S.) Okay, that's everything.	*
2	BEN (O.S) I'll say. How did you fit all this stuff in here?	* *
3	MAX (O.S.) Gradually. I haven't done Spring Cleaning in the Rustbucket since I got her.	* * *
4	KEVIN (O.S.) Except for when I blew it up. Which I probably shouldn't mention.	* *
5	MAX (O.S.)  Just help carry the boxes outside  and stack them up. I'll get rid of  em later.	* * *
6	BEN (O.S.) <effort> Heavy!</effort>	*
7	GWEN (O.S.) Not if you take them one at a time.	*
8	BEN (O.S.) I got a better idea	*
A fl	ash of GREEN LIGHT fills the windows.	*
9	FOURARMS (O.S.) Fourarms!	*
1	0 MAX/GWEN (O.S.) Ben!	*

11	FOURARMS (O.S.) I can carry em all at once!	* *	
12	MAX (O.S.) You're too big to be in here!	* *	
13	FOURARMS (O.S.) No I'm n	*	
	several things being knocked around> and then  SREAKS>.	* *	
14	MAX (O.S.) <pre>Ben!</pre>	* *	
15	FOURARMS (O.S.) Sorry! I'm going!	* *	
BIG CARDB	opens and FOURARMS tries to squeeze out, carrying a OARD BOX under three of his four arms. He's on his knees, only his top half sticking out the door.	* * *	
16	FOURARMS(CONT'D) Aw, man!	* *	
17	<pre>KEVIN (O.S.) You're stuck, aren't you.</pre>	* *	
18	FOURARMS Why do you ask?	* *	
19	<pre>KEVIN (O.S.) I'm here to help.</pre>	* *	
20	FOURARMS <ow!></ow!>	* *	
Fourarms is propelled out the Rustbucket as if someone has just shoved him out by pushing his butt through with the bottom of his foot. Fourarms hits the ground, scattering his boxes around him.			
21	FOURARMS (CONT'D) <impact> Thanks a lot, Kevin.</impact>	* *	
	nds in the doorway, we can see he just kicked in the butt by his raised foot, and the smile on his	* * *	
22	KEVIN Anytime.	* *	
	ts, carrying a Box. GWEN follows, she's got one too, randpa Max.	* *	

Gwen sets her box down, noticing that a chunky, ALIEN BRACELET has spilled out of the top of one of the Boxes \* Fourarms dropped. She picks it up and admires it. 23 GWEN

- Look what I found!
- MAX 24 That shouldn't be in there.
- 25 **GWEN** Can I keep it?
- 26 GRANDPA MAX I'd let you have anything, sweetheart, but that bracelet has a lot of meaning to me.
- 27 KEVIN It matches his handbag.
- 28 GWEN Why do you have a woman's bracelet?
- 29 GRANDPA MAX I's not exactly jewelry, Gwen. It belonged to your grandmother.

She hands him the bracelet. Max eyes the bracelet, lost in thought. He notices the kids looking at him.

30 GRANDPA MAX (CONT'D) Long story.

They sit comfortably, and lean closer, chins in hands, riveted. Busted, he sighs.

GRANDPA MAX (CONT'D) 31 I was about Kevin's age. A rookie with the Tactical Air Command.

MATCH CUT TO:

\*

# EXT. AIRSPACE OVER NEVADA - DAY (MANY YEARS AGO)

CLOSE on the COCKPIT of an F-104 STARFIGHTER. The PILOT's oxygen mask dangles. This is a YOUNG ADULT VERSION OF MAX.

32 COLONEL (V.O., FILTERED) TAC 3, TAC 3, do you copy. TAC 3. (beat; barks) Tennyson! Put on your mask! You wanna suffocate?

(mutters, sotto)

It's not like we're that high up.

Max keys the radio, he's looking out the window, straining to see.

34 MAX (CONT'D)

(to radio)

It's blocking my eye-line. I think

I see something...

Max's plane BANKS AWAY, joining TWO other F-104's. Ahead, a THUNDERSTORM above low mountains. LIGHTNING FLASHES.

INSIDE MAX'S COCKPIT - <STATIC> suddenly fills his headset.

MAX (FILTERED) (CONT'D)
TAC 1, TAC 2, do you read? Over.

He glances down. Every DIAL on his console goes HAYWIRE, needles spinning. Max looks up. His eyes go wide.

A HUGE FLYING SAUCER rises from the clouds -- dead ahead!

It fires twin LASER BLASTS right at Max!

FADE OUT

END TEASER

# ACT ONE

FADE IN:

#### EXT. INSIDE THE THUNDERSTORM - RESUME ACTION - DAY

In the jet's cockpit, Max jerks back on the joystick and throws it hard to starboard. He flies right between the laser blasts.

36 MAX <sharp effort grunt>

The F-104 arcs up and to the right, ENGINES SCREAMING above the SAUCER'S HUM. He misses the command deck by inches.

The cockpit spins like a Maytag; Max barely stays conscious.

37 MAX (CONT'D) <straining airsick effort grunt>

Finally the plane settles right side up. Max tugs on his harness and looks back at:

The saucer. The ENGINE COWL beneath the ship GLOWS. In the blink of an eye, the spacecraft effortlessly zips sideways, taking its leave, sucking some of the cloud cover after it.

Max throws switches, preparing for pursuit.

38 MAX (CONT'D)
You're not going anywhere!

The F-104 makes a tight turn. AFTERBURNERS ENGAGE with a <DEAFENING ROAR>. Max <ZOOMS> off in pursuit.

#### EXT. AIRSPACE OVER NEVADA - CONTINUOUS - DAY

The jet races after the UFO, which sails over the terrain at a constant height as if it were riding an invisible rail.

Max pushes the F-104 past its limits. The COCKPIT <RATTLES>. Max's thumb flips up the safety on the weapons controls.

The STARFIGHTER'S GATLING GUN CLATTERS, unleashing a torrent of 20 mm shells at six thousand rounds per minute...

...Which proves useless against the saucer's charged hull.

Max is not one to give up easily. Throwing more switches:

39 MAX All right, Plan B.

<POOSH!> Twin AIM-9 SIDEWINDERS corkscrew away from the jet's
wing tips, closing the gap between jet and saucer in seconds:

And nailing one of the saucer's thrusters <BAM-BLAM!> The ship suddenly lists to one side and wobbles earthward, trailing smoke from the point of impact.

Max clenches a fist, triumphant.

40 MAX (CONT'D)

Yeah! Down you go!

Then a WARNING HORN SOUNDS.

41 MAX (CONT'D)

Huh? Aw, nuts!

An FUEL INDICATOR FLASHES. His levels dip into the red.

Max glowers, realizing that he must abandon his pursuit.

The F-104 banks O.S. to head back to base. In the distance, the crippled flying saucer dips out of sight behind a low ridge. As the returning fighter jet <ZOOMS> PAST CAMERA --

SMASH CUT TO:

# EXT. NELLIS AIR FORCE BASE TARMAC - DAY

The F-104 rests in B.G. Max stands at attention as an angry COLONEL paces in front of Max in F.G.

42 COLONEL

You think the laws of physics don't apply to you, Tennyson? F-104's are rated for Mach 2. You were pushing Mach 3. Know what happens when an F-104 goes that fast?

(bellows)

It - falls - apart!

43 MAX

Sir, if you'd give me a chance to --

The Colonel makes a sharp 'halt' gesture. Max scowls.

44 COLONEL

No! No more chances. No more excuses. You're through! I am kicking your butt off of this base and out of the Air Force!

An O.S. VOICE interrupts.

MAJOR GENERAL (O.S.)
'Scuze me, Colonel.

A MAJOR GENERAL wearing aviator glasses stands backlit in the hangar door. His TWO STARS GLISTEN in the sunlight.

MAJOR GENERAL (CONT'D)

I'll take it from here.

CUT TO:

# INT. NELLIS AIR FORCE BASE - OFFICE - DAY

Max stands at attention. The Major General sits behind a metal desk and studies him.

MAJOR GENERAL
You say there was a UFO, which the other pilots never saw, which didn't show up on radar, which you then chased... and shot down.
(beat)
And you're sticking with that?

48 MAX
Yes, sir. Because it's the truth.

The Major General gestures to a chair. Max sits. The Major General removes his hat and places it on the desk.

- MAJOR GENERAL

  Do you know why President Kennedy
  wants to send us to the moon, son?
- 50 MAX
  Because of the Russians.
- MAJOR GENERAL
  No. Because of the kind of thing
  you saw today.

Now Max eyes him like he's nuts. The Major General sits back in his chair, hands crossed on his highly decorated chest.

MAJOR GENERAL (CONT'D)
I don't know what you tangled with,
but I do know it was real.
(nonchalant shrug)
Of course, officially, we deny
everything.

53 MAX
Then why tell me?

A long beat. The Major General sits forward and opens up a big, thick FILE FOLDER. It's Max's.

MAJOR GENERAL
Quite a record you've got here. Top
scores academically. You aced our
elite combat training course.
You're maybe the finest young pilot
in the Air Force, over all...

55 MAX

Yeah.

MAJOR GENERAL
On the other hand, you've been cited repeatedly for insubordination--

Only when my commanding officers were wrong... Sir.

MAJOR GENERAL

--you've been reprimanded for participating in a dozen or more brawls, and your personal ethics are best described as... situational.

MAX
My orders are to get the job done, sir. That's what I do.

The General meets Max's defiant gaze for a long moment, and seems to make a decision.

MAJOR GENERAL
In short, your smart, tough,
skilled, and stubborn. You know
what that sounds like to me?

61 MAX
Grounds for a dishonorable discharge, Sir?

Major General smiles.

MAJOR GENERAL
It sounds like an <u>astronaut</u>, son.

63 MAX

Sir?

MAJOR GENERAL
The world is changing, Son. We are not alone. Aliens are visiting our planet at will, doing we don't know what. Studying us? Helping us? Testing our defenses?

Major General stands and paces.

MAJOR GENERAL (CONT'D)
The President wants us to be prepared. To be able to defend ourselves if nessesary, meet these 'visitors' on a level playing field.

(beat, jovial)
So what do you say? Do you want to
go to the moon?

Max springs out of his chair, beaming. He extends his hand, thinks better of it, withdraws the hand and briskly salutes.

Yes, sir!

The Major General grins.

67 MAJOR GENERAL
Good. Then you are hereby
transfered to Langley Field in
Virginia.

He takes his hat off the table and dons it.

MAJOR GENERAL (CONT'D)
Enjoy the weekend, Airman. Because starting Monday, you are an astronaut in training.

SMASH CUT TO:

# EXT. NEVADA DESERT - NIGHT

Max rips down a two-lane HIGHWAY, letting off steam. [NOTE: he drives a RED version of Kevin's car.]

69 MAX (DISTANT)

Woooo-hoooooo!

As his ecstatic cry echoes across the barren land...

CUT TO:

# INT. THUNDERCLAP DINER - SOON - NIGHT

We hear a Dick Dale-style RECORD. BILLIARD BALLS <CLICK> as the door swings open. Flight jacket slung over his shoulder, Max saunters in, looking cocky.

It's a pretty shabby place. At the rear is a counter, behind which a world-weary WAITRESS stands drying a glass with a towel. There's a jukebox at left playing a 45. In an alcove at right is a billiards table, where TWO TRUCKERS play pool.

Max sits dejectedly on a stool facing the Waitress, who hands him a menu. He gives it a glance, then puts it aside.

70 MAX

How's your chili?

71 WAITRESS

Pretty bad.

72 MAX

That's my favorite kind. I'll take a double order.

She writes down the order. Then, noticing his gloom:

73 WAITRESS

Why the long face, fly-boy?

74 MAX

I got some good news today --

75 WAITRESS

(chuckles)

And you were hoping to do a little celebrating tonight, huh?

He glances over his right shoulder toward the pool table.

76 MAX

I guess. But, the pickings are looking pretty slim in here.

A sultry YOUNG WOMAN slides onto the stool at Max's left. Her incongruous high fashion attire looks like something out of Jackie Kennedy's closet. This is VERDONA, an Anodite in human guise, whom Max will someday marry, she's wearing the BRACELET that Gwen found in the teaser.

77 VERDONA

I'm going to try not to take that personally.

Max glances over at her and double-takes. He tries to regain his cool.

Uh, present company excepted, of course.

Verdona is looking at him, a small smile on her face.

79 VERDONA

Of course.

The Waitress gives Max a wink.

80 WAITRESS

I'll let you two get acquainted.

The Waitress takes the menu and steps away. Max gives Verdona the once over. He sticks out a hand to shake.

81 MAX

I'm Max.

She looks at his hand, but doesn't shake it.

82 VERDONA

Verdona.

He withdraws his hand, but isn't about to give up.

83 MAX

Unusual name. I'm gonna take a flyer and guess that you're not from around here.

84 VERDONA

How very perceptive. (she inches closer)

Do you have any other talents?

Max smirks. The night is definitely looking up.

85 MAX

Sure. Only, they're classified.

86 VERDONA

I'm good at keeping secrets.

87 MAX

All right.

(sotto aside, bragging)

I'm gonna go into space.

88 VERDONA

(amused)

You don't say.

Yup. I'm an astronaut.  $\underline{I'm}$  gonna be the first man on the moon.

Verdona smiles warmly, flirting.

90 VERDONA Sounds lonely.

91 MAX

I'd invite you along, but the capsule will be kind of cramped.

92 VERDONA

No problem. I'm very flexible.

93 MAX

Is that so?

They're eye to eye. She touches two fingers to his temple, then tenses and whispers:

94 VERDONA

We need to go. Now.

Max thinks he's hit the jackpot. He chuckles:

95 MAX

You don't waste any time.

Verdona's tone is now urgent and very serious.

96 VERDONA

You don't understand. You're the one I've been trying to find.

Max still isn't getting it.

97 MAX

Then I guess we both got lucky.

LOW ANGLE

The DOOR <BANGS> open. A huge MAN in a black slicker enters. His face is blank, like a mannequin. He stiffly turns his head, sees Verdona and starts for her.

Each of his footsteps <CRACKS> the linoleum FLOOR.

98 VERDONA

No!

Max sees Verdona's frightened face, hops off the stool and steps forward to block the man's approach.

Leave the lady be, or we got ourselves a prob --

The man promptly reaches up, puts a hands on Max's chest and gives him a mighty shove.

100 MAX (CONT'D)

<grunt>

Max stumbles into a nearby table and chairs, sending them tumbling and clattering.

101 MAX (CONT'D)

<impact>

The Waitress kneels behind the counter. She grabs and dials a black Bakelite phone. She whispers into the mouthpiece:

102 WAITRESS

(sotto)

Sheriff. It's Florence! Come quick!

As the man grabs Verdona's wrist, Max jumps up on his back.

103 MAX

I said, leave her alone!

The man lets go of Verdona, reaches up, grabs Max by the collar and flings him like a rag doll across the room.

104 MAX(CONT'D)

<startled cry>

The Truckers recoil as Max sails through the air and lands hard on the pool table, which then collapses, <THUD-CRASH!>

105 MAX (CONT'D)

<impact>

The man turns back to Verdona.

Max, lying on the busted pool table, rattles his head, leaps to his feet, grabs a POOL CUE as he strides across the room...

...uses his full momentum to bash the man with a big baseball swing.

106 MAX (CONT'D)

<building effort grunt>

...that knocks the man into the JUKEBOX, <CRACK!> <RECORD NEEDLE SCRATCH, MUSIC HALTS> SPARKS FLY.

Max stands over the guy, gasping for breath, ready to use the chair to bash him again. Then he startles as:

<bre>cbreathing hard> Sorry I had to hit
you so hard, buddy. But you were
out of... line?

The man twitches, embedded in the smashed jukebox. His FACE FLICKERS like a TV SCREEN. Then his ID MASK slips off, revealing his true appearance: metal skin and zoom-lens eyes. He's a ROBOT (hereafter, a Synthroid)!

As Max gapes:

FADE OUT.

END OF ACT ONE

# ACT TWO

FADE IN:

# INT. THUNDERCLAP DINER - RESUME ACTION - NIGHT

The Synthroid stirs, then turns toward Max, expressionless. Max gapes down at the Synthroid. Then Verdona is beside him.

108 VERDONA

We have to get out of here.

109 MAX

It's okay, I can take him!

110 VERDONA

No. You can't. We have to run!

She bolts. Max tosses aside his broken pool cue and runs after her.

CUT TO:

#### EXT. THUNDERCLAP DINER - CONTINUOUS - NIGHT

Verdona and Max dash outside. Max reaches the driver's side of his car, then looks up. Verdona stands, nonplused.

111 VERDONA

What is it?

112 MAX

What do you think? It's a car.

113 VERDONA

Ah.

Still she stands there, eyeing the car like she's never seen one. Max thinks she's being Miss Manners and grumbles:

114 MAX

Are you kidding me? Get in!

He throws open the door and gestures sharply at the passenger seat. Now she gets it.

THE DOOR SLAMS SHUT

Max's car PEELS AWAY -- just as a SHERIFF'S CRUISER arrives.

The SHERIFF, still in his car, turns on his SIREN. He's about to pursue. But before he can:

The DOOR OF THE DINER SPLINTERS. The Synthroid stalks out.

The Sheriff pivots and draws his service revolver.

115 SHERIFF Whoa, mister, stop right --

The Synthroid spans the distance with one LEAP, lands next to the car, and pulls the entire driver side door off of it's hinges and flings it away. Before he can react, the Synthroid grabs the Sherrif and flings him O.S.

SHERIFF (CONT'D) <startled cry, impact, KEEP ALIVE>

The Synthroid gets into the Cruiser.

INT. SHERIFF'S CRUISER - CONTINUOUS - NIGHT

The Synthroid gazes at the dashboard.

Synthroid'S POV as he analyzes the controls. STRINGS OF GLYPHS SCROLL (like 0's and 1's) as it determines how the car works.

CUT TO:

# EXT. DESERT HIGHWAY - NIGHT

Max's car speeds down the two-lane, which gently rises and falls as it follows the contours of the desolate landscape.

# INT. MAX'S CAR - MOVING - NIGHT

Max steals glances at Verdona as he steers. She gazes ahead.

- 117 MAX
  You have anything you want to say?
- VERDONA
  Yes. Can this go any faster?
- 119 MAX
  Funny. What was that thing? Why's it chasing you? What in Sam Hill's going on?
- 120 VERDONA
  That's all rather difficult to explain.
- 121 MAX
  Then let's try an easy one. Who are you?

122 VERDONA

My name is Verdona. That's all I can tell you for now.

Max stomps his foot on the brake.

EXT. DESERT HIGHWAY - CONTINUOUS - NIGHT

Max's CAR SKIDS to a halt. A CLOUD OF DUST WAFTS BY.

INT. MAX'S CAR - CONTINUOUS - NIGHT

Max twists in his seat to face her and folds his arms.

123 MAX

I am <u>done</u> with Twenty Questions! Now, we can sit here till your boyfriend catches up, or you can come clean.

Verdona checks over her shoulder, then fesses up a little.

124 VERDONA

Fine. What you said before was correct. I am not 'from around here.'

Max doesn't budge. Stuck, she quickly adds:

125 VERDONA (CONT'D)

I'm from another planet and the man chasing me isn't a man at all, he's actually from a race of sentient robots called Synthroids.

Max stares at her for a long beat. Then, evenly:

126 MAX

Oh. Well, why didn't you say so?

HEADLIGHTS REFLECTED by the rear view mirror play across Max's eyes. He squints into the light.

IN THE REAR VIEW MIRROR, the Sheriff's Cruiser appears in the distance, HEADLIGHTS FLARING. Bat-out-of-hell speed.

127 VERDONA

It's coming!

128 MAX

Then this is us, going.

# EXT. DESERT HIGHWAY - CONTINUOUS - NIGHT

Burning rubber, Max's car fishtails, then rights itself and charges ahead. Beat; the Sheriff's Cruiser <ZOOMS> by.

The Synthroid drives the Cruiser; its mask shows no emotion.

The Cruiser catches up and <BANGS> Max's rear bumper.

# INT. MAX'S CAR - MOVING - NIGHT

Max flinches at the <SOUND OF CRUNCHING METAL>.

129 MAX

Hey! Watch the chrome!

# EXT. DESERT HIGHWAY - CONTINUOUS - NIGHT

Max is as good a driver as he is a pilot, sharply changing lanes to avoid the Sheriff's Cruiser as it tries to ram him. Alas, the Synthroid is a quick study and anticipates his next move. <WHAM!> And again, <THUD!>

The Cruiser pulls up in the lane alongside Max's car. With a quick flick, the robot sideswipes Max's car.

130 MAX/VERDONA

<impact>

131 MAX

My ride!

Max's right wheels skitter along the rough beside the highway, scattering weeds and rocks. Max jerks the car back onto the road. Then:

132 MAX (CONT'D)

If that's how you want to play it...

# INT. MAX'S CAR - MOVING - NIGHT

Max jerks his wheel hard to the left, nailing the Cruiser's right rear bumper.

# EXT. DESERT HIGHWAY - CONTINUOUS - NIGHT

Now the Cruiser skitters along at an angle, then suddenly:

The Cruiser <BANGS> sideways into a 70 MPH speed limit sign, which spirals over the Cruiser, <CRACKING> the light bar.

Thrown sideways, the Synthroid's head <CRACKS> the driver's window. Unharmed, it <GRINDS> the starter. The Cruiser lurches forward.

# INT. MAX'S CAR - MOVING - NIGHT

Max smirks at Verdona, who gapes at him.

133 MAX

He had it coming. I built this car practically by hand.

#### EXT. SECOND STRETCH OF HIGHWAY - CONTINUOUS - NIGHT

Max's car sails over a rise in the distance. ZOOM OUT: a jackknifed BIG RIG sits in F.G., blocking the road.

#### INT. MAX'S CAR - CONTINUOUS - NIGHT

Max and Verdona see the truck ahead. It's coming up fast.

134 VERDONA

What's that?

135 MAX

It's called a truck.

136 VERDONA

(anxious)

Don't you have to stop?

137 MAX

That's one way to handle it.

Max accelerates.

# EXT. SECOND STRETCH OF HIGHWAY - CONTINUOUS - NIGHT

A TRUCK DRIVER, placing FLARES in the road, looks up. Max's car <ROARS> right at him with the Sheriff's Cruiser only slightly behind. The Truck Driver RUNS clear.

Max wrenches his car off the road at the last second and skids sideways through the dirt and rocks. As it settles, facing the road, we hear <SCREECHING> BRAKES.

THROUGH MAX'S WINDSHIELD, we have a ringside seat as the onrushing Cruiser plows into the big rig. <WHAAM!>

The big rig's gas tank catches fire, <PFWOFF!>

The Truck Driver runs back up the road as fast as he can.

The big rig and the Sheriff's Cruiser go up in a <ROARING> FIREBALL that lights up the desert in every direction.

# INT. MAX'S CAR - CONTINUOUS - NIGHT

Max watches with satisfaction at the conflagration. Verdona, seated beside him, leans forward, peering into the flames.

138 MAX

That'll slow him down.

139 VERDONA

Not for long.

Max gives her a 'you must be kidding' look. She isn't.

# EXT. SECOND STRETCH OF HIGHWAY - CONTINUOUS - NIGHT

The back tires of Max's car spin in the dirt, then catch. The car bounces back up onto the road on the far side of the flaming wreckage and takes off.

Then, with the sound of <GROANING METAL>, the Synthroid tears free of the pile-up, it is a cross between the Terminator and Robocop.

The Synthroid gazes down the highway. It resumes the pursuit, striding faster and faster until its legs are pumping like locomotive pistons. Off it goes into the night.

WIPE TO:

### EXT. DESERTED GAS STATION - SOON - NIGHT

Max's car sits with headlights off, behind an old filling station. The building's windows are boarded up.

# INT. MAX'S CAR - CONTINUOUS - NIGHT

Verdona sits in the front seat. Max joins her.

140 MAX

Joint's been stripped clean. No gas, no tools and no food.

141 VERDONA

Are you hungry?

142 MAX

I ordered chili back at the diner, but it's probably cold by now.

Verdona reaches into the pocket of her Chanel suit jacket and hands him a POUCH containing a green leafy salad.

143 MAX (CONT'D)

Salad?

144 VERDONA

Uragoga Ipecacuanha leaves. It's very nourishing.

145 MAX

Looks awful.

He tears it OPEN. He sniffs it and grimaces.

146 MAX (CONT'D)

Smells worse.

Then he takes a bite and with a nod, admits...

147 MAX (CONT'D)

Tastes -- not bad!

148 VERDONA

Glad you think so.

He eats some more, then leans back, studying her.

149 MAX

So, if you're from outer space, how come you look like this?

150 VERDONA

What's wrong with the way I look?

151 MAX

Nothing. I was just expecting something else. Like two heads and green skin. Maybe some antennae.

152 VERDONA

It's best not to stand out.

153 MAX

Too late for that.

154 VERDONA

Thank you. I think.

155 MAX

Anything else I should know about

you?

She hesitates, not willing to spill all the beans, quite yet.

156 VERDONA

Well, I also have certain, how shall I put this, abilities.

157 MAX

So, why don't you use them?

She pulls back her sleeve and shows him the BRACELET.

158 VERDONA

I can't. The Synthroid put this on my arm. It locked me in this form and neutralizes most of my powers.

[NOTE: We will reveal Verdona's true form for Act III.]

159 MAX

'Most?'

160 VERDONA

I can still use telepathy.

161 MAX

Then you can tell when that robot's getting close?

162 VERDONA

Telepathy only works with living beings. The Synthroid is a machine. (coy smile)

But I did read your mind.

163 MAX

In the diner? It wouldn't take super powers to tell what I was thinking, Doll.

164 VERDONA

Not then, when you were chasing us in your "fighter jet." I found the experience... invigorating.

165 MAX

You were in the UFO.

166 VERDONA

A captive. Then you shot it down, and I escaped. But I knew -- (beat, sotto)

That I had to find you.

167 MAX

So you just like me for my mind?

Verdona grips his arm. This is serious.

168 VERDONA

Don't you understand? You're the only one who can help me!

They are face to face, Max puts an arm around her shoulders, he's making his move. A kiss is imminent. But then TWIN HIGH BEAMS SWEEP across them. They duck, hiding from view.

AN OLD, NONDESCRIPT CAR (remember it's the early Sixties)

Pulls up to the gas station; ENGINE IDLING. Then, seeing that the place is closed, it trundles back onto the road.

#### BACK IN MAX'S CAR

Max and Verdona peek over the window sill. She looks at him, filled with confusion and longing. He lifts her hand by the wrist. The sleeve slides down, exposing the manacle.

169 MAX

Hold that thought, but first things first. This thing's probably some kind of tracking device.

Verdona looks at it, horrified at the possibility.

170 VERDONA

I never thought... what will we do?

171 MAX

If we want to make sure Tin Man can't follow us, we need to get it off your arm.

(beat, smiles)
And I think I know how.

CUT TO:

# EXT. COPPER SMELTING PLANT - NIGHT

DARK PLUMES RISE from smokestacks. Rows of high sooty windows GLOW with a FLICKERING YELLOW LIGHT. Max's car is parked some distance from the buildings.

CUT TO:

#### INT. COPPER SMELTING PLANT - NIGHT

QUICK CUTS show the plant in operation. The <NOISE> (blazing fires, clanging hammers, slamming furnaces) IS DEAFENING.

NIGHT SHIFT WORKERS in helmets and overalls prime a FURNACE. One of them pulls a large switch.

A HUGE VAT <RUMBLES> along a CEILING TRACK that spans the length of the building. The vat stops, tips and pours a STEAMING STREAM OF MOLTEN COPPER into another machine...

...which extrudes the copper into THIN SHEETS. The sizzling sheets roll along a conveyor to land on COOLING RACKS.

Max and Verdona sneak over to a RACK OF TOOLS in the corner.

172 VERDONA

(sotto)

What is this place?

173 MAX

(sotto)

They smelt copper here. I flew over it all the time on practice runs.

He grabs a set of LONG HANDLED SHEARS and <SNAPS> the blades.

174 MAX (CONT'D)

(sotto)

Now stay real still.

But before he can put shears to manacle, they hear:

WORKERS (O.S.)

<startled cries>

Max and Verdona peer around the side of a cabinet. In B.G., the Workers scatter as the Synthroid storms in.

176 VERDONA

Cut it off! Hurry!

Max has the shears on the Bracelet, he tries to snip it.

177 MAX

<effort>

Nothing.

178 MAX (CONT'D)

Whatever it's made of, it's stronger than these metal shears. But maybe the Synthroid isn't as

tough. Do you trust me?

Their eyes meet. She nods.

179 MAX (CONT'D)

I need you to do something for me...

1110000

AT FLOOR LEVEL

The Synthroid strides through the plant, head turning as it scans for the manacle. Then it halts, looks up and spies Verdona, standing on a PLATFORM near the ceiling. She runs.

The Synthroid leaps on a wall-mounted ladder and climbs.

HIGH OVERHEAD

Verdona hurries across the narrow platform.

The Synthroid clambers after her, leaping from level to level.

Finally it lands on a CATWALK held up by chains. The catwalk sways; the Synthroid steadies itself. One more leap and it'll reach Verdona's platform. But before it can make its move...

Max lands behind the robot with the shears in hand. As the Synthroid turns, Max lunges--

180 MAX (CONT'D) <attack effort>

Catching the robot's shoulder between the blades of the shears. With a huge effort he closes the shears.

181 MAX (CONT'D) <effort>

<SNIPPS> off its right arm at the shoulder! SPARKS FLY. The
ARM <CLATTERS> down the catwalk, but before it can slide off,
its hand grabs hold of the edge.

182 MAX (CONT'D)
You want some more?

Max goes for the left arm, but the Synthroid's arm clambers across the floor and grabs Max's ankle.

183 MAX (CONT'D) What--?

He looks don to see the disembodied arm grasping at him, horrified, he KICKS the arm free and over the edge.

184 MAX (CONT'D) <qrunt>

Max returns his attention to the Synthroid, but it's too late. The Robot uses his remaining arm to slap Max's shears away. Max barely keeps his grip on the handles.

185 MAX (CONT'D) <qrunt>

The Synthroid stalks, forcing Max to back up. They reach the half-way point, over the BUBBLING VAT.

Then Max turns and <SNIPS> a supporting CHAIN. The catwalk pitches to one side. The Synthroid staggers, off-balance.

Max leaps off the catwalk and grabs the loose chain. It unspools with a <CLATTER>, dropping Max to the floor far below.

186 MAX (CONT'D)

<landing>

The Synthroid, distracted by Max's Errol Flynn move, is unprepared when the catwalk suddenly capsizes, pitching the robot overboard.

The Synthroid lands in the VAT OF MOLTEN METAL <SPLASH>.

AT FLOOR LEVEL

Verdona runs over to Max, who lies clutching his knee.

187 VERDONA

Are you hurt?

188 MAX

<grunt> Yeah, my knee. Wasn't
expecting to fall that hard.

She helps him to his feet, but doesn't let go.

189 VERDONA
I know the feeling.

Just then, they hear a SONOROUS <CLANG>. They look up.

Overhead, the VAT SHAKES, <CLANG>. HOT COPPER pours out as the Synthroid RISES from the molten metal. Yes, it's battered, yes, it's lost an arm and yes, it's dripping with hot copper -- but no, it's not done yet!

Max glances at Verdona.

190 MAX

What was that thing you said when I first took that thing on?

191 VERDONA

'Run?'

192 MAX
That's the one.

SMASH CUT TO:

# EXT. SMELTING PLANT - CONTINUOUS - NIGHT

Verdona runs out, followed by the limping Max. Beat.

Then the Synthroid <BAMS> through a wall. Its severed arm crawls out on the ground (think Beast with Five Fingers).

The Synthroid spies Verdona, reaches down, picks up the arm and flings it at her like a tomahawk! <WHIP-WHIP!>

Max throws himself between Verdona and the cartwheeling appendage. Max takes the brunt of the blow, but the impact knocks him into Verdona. Both go down.

193 MAX/VERDONA <impact grunts>

RESUME NORMAL MOTION. The Synthroid stomps over, uses its left hand to pick up the severed forearm and positions it at the right elbow joint. NANOBOTS swarm out of the 'wound,' reconnecting the arm in moments.

The Synthroid flexes its fingers. Satisfied, it picks up the dazed Verdona and throws her over its shoulder. He walks away from fallen Max.

Max comes to and tries valiantly to rise.

194 MAX <effort, Fail>

Max passes out, face first in the dirt.

FADE OUT.

END OF ACT TWO

# ACT THREE

FADE IN:

# INT. MAX'S BANGED UP CAR - CONTINUOUS - NIGHT

Max tears along the highway, glancing up at the stars.

195 MAX

I'm coming for you, Doll. I just gotta figure out where that ship crashed. C'mon, Tennyson. Use your head!

196 MAX (CONT'D)

My  $\underline{\text{head}}$ . She said our minds are linked...

On Max's Face as...

A SERIES OF IMAGES PLAY IN HIS MIND:

Verdona's STACCATO-CUT POV MEMORIES FLASH by rapidly, like a sci-fi 'A Day in the Life.'

Verdona stands in front of a department store window.

On display inside: the clothes Verdona copied.

The Synthroid looms behind her.

The manacle clamps around Verdona's arm.

The Synthroid pilots the saucer.

Max's F-104 gains on the ship.

Max fires the Sidewinders.

The saucer's flight deck pitches. The Synthroid tumbles.

SMOKE WAFTS THROUGH a DUTCH ANGLE as the saucer's hatch slides open, revealing boulders and a desert.

THE SHIP, half-buried on an angle in the sand.

BACK TO SCENE

Max's smiles. The Car roars away, accelerating.

CUT TO:

# EXT. CRASH SITE - NIGHT

Just as it looked in Verdona's memory. The ship sticks out of the sand behind a ring of boulders. The saucer's TRACER LIGHTS illuminate the scene. The Synthroid uses a LASER TOOL to repair the thruster damaged by Max's missile.

Beside the hatch, Verdona's manacle is affixed to a MAGNETIC PANEL. She tries to move her arm, but cant.

197 VERDONA

<effort>

198 MAX (O.S.)

Hey, Tin Man!

The Synthroid <WHIRS> about towards the sound. Max stands, holding a tire iron from his car.

199 MAX (CONT'D)

I'm here to rotate your tires.

Max charges, swinging the tire iron.

200 MAX (CONT'D)

<effort grunt>

The Synthroid deflects the blow <CLANG!> Max wields the tire iron like a samurai, spinning and swinging. The Synthroid fends off most of the blows, and shrugs off the rest.

201 MAX (CONT'D)

<short, sharp effort grunts>

On Max's next swing, the Synthroid bends back at the waist. Max misses. The Synthroid pops forward and lands a sucker punch that sends Max flying.

202 MAX (CONT'D)

<gut-punch impact grunt>

Max lands hard, clutching his gut. He glances to one side. The tire iron is beyond reach. Max looks up.

The Synthroid looms over him. Max wheezes:

203 MAX (CONT'D)

Why are you doing this? What do you want with her?

The Synthroid pauses -- then speaks in a PROCESSED MONOTONE -- like Stephen Hawking's voice, only nasty.

204 SYNTHROID

The female is an Anodite.

An Ano-what?

206 VERDONA

I'm an energy being. The Synthroids
are going to use me like a battery.
I can power their world for years.
 (dispirited)
Until they drain me dry.

The Synthroid looks back at her. It almost sounds indignant.

207 SYNTHROID

What is one life compared to the survival of my species?

208 MAX

The way I see it, any life's precious. But you wouldn't understand that, 'cuz you're not really alive, are you?

(beat, determined)

Anyway, you can't have her.

The Synthroid's eyes flash as it yanks Max to his feet.

209 MAX (CONT'D)

<grunt>

210 SYNTHROID

But I will have her. And you will be destroyed, just like the Organic Ones who built us.

Just then, a TELEPORTATION BEAM lights up the scene. As it FADES, a fish-faced extraterrestrial (MAGISTER LABRID) APPEARS. He brandishes his PLUMBER'S BADGE and a BLASTER.

211 LABRID

This is Magister Labrid of the Plumbers. Release the Anodite and the human, and surrender immediately.

212 MAX

Too bad, Tin Man. Looks like the cavalry's here.

The Synthroid tosses Max aside --

213 MAX (CONT'D)

Hey!

214 LABRID

Put your hands where I can see them.

215 SYNTHROID

As you wish.

As the Synthroid turns, a PULSE CANNON instantly pops out of his hand and ZAPS Labrid square in the chest, knocking him off his pins.

216 LABRID

<impact grunt, fainting groan>

The Synthroid marches back to the saucer, disengages Verdona's manacle from the magnetic panel and drags her into the ship.

217 VERDONA

Let me go!

The hatch closes behind them, <HISS-FOMP!>

Wincing, Max crawls over to the fallen Magister --

218 MAX

Wake up! They're getting away!

219 LABRID

<keep-alive groan>

Max frets -- and then spies the Plumber's Badge and Blaster.

CUT TO:

# INT. FLYING SAUCER - CONTINUOUS - NIGHT

The Synthroid shoves the feisty Verdona into a SEE-THROUGH STASIS CHAMBER (à la Forbidden Planet's deceleration tubes).

220 VERDONA

<struggling grunts and yelps>

He shuts her in. She <pounds the glass>; the SOUND IS MUFFLED.

The ship's hatch <HISSES> open. Max steps in, holding both the Badge and the Blaster. Max squeezes the Badge. It <BEEPS> but otherwise doesn't do anything.

221 MAX That's helpful.

He quickly aims the blaster instead.

The Synthroid turns to face Max.

222 SYNTHROID

That weapon is not powerful enough to harm me.

PUSH IN as Max gets another BRIEF FLASH of Verdona's memory:

# IN MAX'S MIND

STACCATO CUTS show the Synthroid carefully adjusting controls attached to the GLOWING SPHERE in the center of the ship.

# INT. FLYING SAUCER - CONTINUOUS - NIGHT

Max snaps out of it -- and grins.

223 MAX

I wouldn't think of shooting you, Tin Man. But your <u>power sphere</u>--

He shifts aim and FIRES at the sphere! It <CRACKS>. [CAMERA SHAKES.] KLAXONS BLARE.

Here's something new for a Synthroid: fear. It turns to the controls and urgently works to avert a meltdown...

...while Max <BLASTS> the controls on the stasis chamber. The DOOR SWINGS OPEN. Max pulls Verdona free.

224 MAX (CONT'D)

We gotta stop meeting like this.

CUT TO:

# EXT. CRASH SITE - SECONDS LATER - NIGHT

Max and Verdona have Labrid slung between them, trying to get away from the ship. A <DEEP RUMBLING> BUILDS. Then the SAUCER in B.G. EXPLODES, knocking them flat.

225 MAX / VERDONA

<impact grunts>

A MUSHROOM CLOUD RISES from the crash site.

As sand rains down around them, Max looks over to Verdona -- and gets another surprise.

226 MAX

Are you oh -- whoa.

The MANACLE <WHIRS> open and FALLS OFF Verdona's arm. She GLOWS, levitating as she reverts to her ENERGY-BEING FORM.

227 VERDONA (PHASED)

I'm free!

228 MAX

And this is what you really look like?

229 VERDONA (PHASED)

Does my true form displease you?

Max squints at Verdona as she alights facing him.

230 MAX

No. On you, that's a good look.

She smiles, pleased.

VERDONA (PHASED)

And now that you see me as I am, I have a request.

232 MAX

Ask away.

233 VERDONA (PHASED)

Come into space. Come with me.

Max ponders the proposal. Then -- he shakes his head.

234 MAX

Second best offer I've had all day.

But I can't.

VERDONA (PHASED)

Why? I know you have feelings for

me.

236 MAX

I do. But I've got plans. I'm going to be the first man on the moon.

237 VERDONA (PHASED)

Why settle for the moon when I can give you the stars?

238 MAX

You can't give me what I want. I have to take it. It wouldn't be the same if I didn't do it myself. Do you understand?

Verdona smiles. She does understand.

- VERDONA (PHASED)
  You are a stubborn man, Max
  Tennyson.
- 240 MAX
  I always say it's a sin to waste natural talent.
- VERDONA (PHASED)
  I won't argue, because I know I
  can't convince you. But I promise,
  we will meet again.
- 242 MAX I'm counting on it.

Verdona flies into the night sky and DISAPPEARS in a FLASH. Max rubs his eyes.

MATCH CUT TO:

# EXT. CAMPGROUND - NIGHT (RESUME PRESENT)

Grandpa Max, lost in reverie. Ben and Gwen gape at him, captivated by the tale. They've already eaten dinner.

- 243 MAX
  The following Monday I went into the Astronaut training program.
- 244 GWEN

  But you never got to go to the Moon.
- 245

  MAX

  Not the way I wanted to. But I suppose I can't complain. A little while after, Magister Labrid came back and recruited me to the Plumbers.
- 246

  And Grandma came back too, right? I mean, you had to meet her again!
- 247 GRANDPA MAX
  That's a story for another time. We woudn't want to wake Kevin, right?

They all turn to see that Kevin has fallen asleep.

248 KEVIN <snoring>

Ben KICKS the sole of Kevin's shoe.

249 KEVIN (CONT'D) <waking snort> Wh-what'd I miss?

250 GWEN

C'mon, Kevin. We're calling it a night.

Ben heads for the Rustbucket. Gwen helps the sleepy Kevin to his feet and walks him in the same direction.

251 GRANDPA MAX
I'll be there in a minute.

Grandpa Max watches them climb into the camper. Then he reaches into his pocket and produces the bracelet. He gazes down at it, and then up at the stars. In a quiet, wistful voice:

252 GRANDPA MAX (CONT'D)
Good night, Verdona. Wherever you are...

FADE OUT.

END OF EPISODE